

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2003

Check here if Amendment ☐; Amendment Number: _____

This Amendment (Check only one.): ☐ is a restatement.

☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Caterpillar Investment Management Ltd.
Address: 411 Hamilton, Suite 1200,
Peoria, IL 61602-1104

13F File Number: 28-6134

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: David L. Bomberger
Title: President
Phone: 309-675-4999

Signature, Place, and Date of Signing:

/s/David L. Bomberger	Peoria, IL	February 13, 2004
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[Signature]	[City, State]	[Date]

Report Type (Check only one.):

- ☐ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- ☒ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

13F File Number	Name
28-00074	Jennison Associates LLC
28-02924	Turner Investment Partners Inc.
28-02900	Mellon Capital Management Corp.
28-03042	Panagora Asset Management Inc.
28-204	Oppenheimer Capital Corp.

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CATERPILLAR INVESTMENT MANAGEMENT LTD.

PERIOD END DATE: DECEMBER 31, 2003

22-02194 S&P 500 Index

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:	ITEM 6:	ITEM 7:	ITEM 8:
					INVESTMENT		VOTING
					DISCRETION		AUTHORITY
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	MARKET VALUE	SHARES	SOLE SHARED	MANAGERS	SOLE SHARED
AGILENT TECHNOLOGIES I	Common	00846U101	172,428.28	5,897	X		X
ALCOA INC	Common	013817101	410,552.00	10,804	X		X
APPLE COMPUTER INC	Common	037833100	96,165.00	4,500	X		X
AMERISOURCEBERGEN CORP	Common	03073E105	78,610.00	1,400	X		X
APPLERA CORP	Common	038020103	53,846.00	2,600	X		X
AMBAC FINL GROUP INC	Common	023139108	90,207.00	1,300	X		X
ALBERTSONS INC	Common	013104104	101,743.80	4,492	X		X
ABBOTT LABS	Common	002824100	904,040.00	19,400	X		X
ACE LTD	Common	G0070K10	144,970.00	3,500	X		X
ALBERTO CULVER CO	Common	013068101	44,156.00	700	X		X
ADOBE SYS INC	Common	00724F101	113,970.00	2,900	X		X
A D C TELECOMMUNICATN	Common	000886101	29,700.00	10,000	X		X
ANALOG DEVICES INC	Common	032654105	209,990.00	4,600	X		X
ARCHER DANIELS MIDLAND	Common	039483102	121,181.64	7,962	X		X
AUTOMATIC DATA PROCESS	Common	053015103	293,114.00	7,400	X		X
AUTODESK INC	Common	052769106	34,412.00	1,400	X		X
AMEREN CORP	Common	023608102	92,000.00	2,000	X		X
AMERICAN ELEC PWR INC	Common	025537101	148,888.80	4,880	X		X
AES CORP	Common	00130H105	72,688.00	7,700	X		X
AETNA INC NEW	Common	00817Y108	130,632.14	1,933	X		X
AFLAC INC	Common	001055102	231,552.00	6,400	X		X
ALLERGAN INC	Common	018490102	122,896.00	1,600	X		X
AMERADA HESS CORP	Common	023551104	58,487.00	1,100	X		X
AMERICAN INTL GROUP IN	Common	026874107	2,149,261.56	32,427	X		X
APARTMENT INVT & MGMT	Common	03748R101	41,400.00	1,200	X		X
ALLSTATE CORP	Common	020002101	377,027.28	8,764	X		X
ALTERA CORP	Common	021441100	106,690.00	4,700	X		X
AMERICAN GREETINGS COR	Common	026375105	17,496.00	800	X		X
APPLIED MATLS INC	Common	038222105	462,470.00	20,600	X		X
APPLIED MICRO CIRCUITS	Common	03822W109	22,724.00	3,800	X		X
ADVANCED MICRO DEVICES	Common	007903107	64,070.00	4,300	X		X
AMGEN INC	Common	031162100	995,227.20	16,104	X		X
AUTONATION INC	Common	05329W102	62,458.00	3,400	X		X
ANDREW CORP	Common	034425108	21,719.37	1,887	X		X
AON CORP	Common	037389103	92,767.50	3,875	X		X
APACHE CORP	Common	037411105	163,011.00	2,010	X		X
ANADARKO PETE CORP	Common	032511107	157,671.91	3,091	X		X
AMERICAN PWR CONVERSIO	Common	029066107	58,680.00	2,400	X		X
AIR PRODS & CHEMS INC	Common	009158106	147,924.00	2,800	X		X
APOLLO GROUP INC	Common	037604105	149,600.00	2,200	X		X
AMERICAN STD COS INC D	Common	029712106	90,630.00	900	X		X
ASHLAND INC	Common	044204105	39,654.00	900	X		X
AMSOUTH BANCORPORATION	Common	032165102	106,575.00	4,350	X		X
ALLTEL CORP	Common	020039103	181,662.00	3,900	X		X
ANTHEM INC	Common	03674B104	127,500.00	1,700	X		X
ALLEGHENY TECHNOLOGIES	Common	01741R102	13,087.80	990	X		X
AVAYA INC	Common	053499109	66,110.46	5,109	X		X

CATERPILLAR INVESTMENT MANAGEMENT LTD.

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					INVESTMENT		VOTING
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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	MARKET VALUE	SHARES	SOLE SHARED	MANAGERS	SOLE SHARED
AVON PRODS INC	Common	054303102	202,470.00	3,000	X		X
AVERY DENNISON CORP	Common	053611109	78,428.00	1,400	X		X
ALLIED WASTE INDS INC	Common	019589308	54,132.00	3,900	X		X
AT&T WIRELESS SVCS INC	Common	00209A106	269,215.06	33,694	X		X
AMERICAN EXPRESS CO	Common	025816109	771,680.00	16,000	X		X
ALLEGHENY ENERGY INC	Common	017361106	19,140.00	1,500	X		X
AUTOZONE INC	Common	053332102	93,731.00	1,100	X		X
BOEING CO	Common	097023105	439,098.80	10,420	X		X
BANK OF AMERICA CORPOR	Common	060505104	1,490,528.76	18,532	X		X
BAXTER INTL INC	Common	071813109	231,952.00	7,600	X		X
BED BATH & BEYOND INC	Common	075896100	160,395.00	3,700	X		X
BB&T CORP	Common	054937107	262,752.00	6,800	X		X
BEST BUY INC	Common	086516101	208,960.00	4,000	X		X
BRUNSWICK CORP	Common	117043109	35,013.00	1,100	X		X
BOISE CASCADE CORP	Common	097383103	36,146.00	1,100	X		X
BARD C R INC	Common	067383109	56,875.00	700	X		X
BLACK & DECKER CORP	Common	091797100	49,320.00	1,000	X		X
BECTON DICKINSON & CO	Common	075887109	127,534.00	3,100	X		X
FRANKLIN RES INC	Common	354613101	161,386.00	3,100	X		X
BROWN FORMAN CORP	Common	115637209	74,760.00	800	X		X
BAKER HUGHES INC	Common	057224107	133,464.00	4,150	X		X
BIOGEN IDEC INC	Common	09062X103	248,081.10	6,745	X		X
BJ SVCS CO	Common	055482103	71,800.00	2,000	X		X
BANK NEW YORK INC	Common	064057102	317,952.00	9,600	X		X
BIG LOTS INC	Common	089302103	19,894.00	1,400	X		X
BALL CORP	Common	058498106	41,699.00	700	X		X
BELLSOUTH CORP	Common	079860102	650,900.00	23,000	X		X
BMC SOFTWARE INC	Common	055921100	52,220.00	2,800	X		X
BIOMET INC	Common	090613100	115,601.75	3,175	X		X
BEMIS INC	Common	081437105	35,000.00	700	X		X
BRISTOL MYERS SQUIBB C	Common	110122108	689,260.00	24,100	X		X
BURLINGTON NORTHN SANT	Common	12189T104	146,869.00	4,540	X		X
BAUSCH & LOMB INC	Common	071707103	36,330.00	700	X		X
BURLINGTON RES INC	Common	122014103	138,450.00	2,500	X		X
BROADCOM CORP	Common	111320107	129,542.00	3,800	X		X
BEAR STEARNS COS INC	Common	073902108	96,339.75	1,205	X		X
BOSTON SCIENTIFIC CORP	Common	101137107	374,952.00	10,200	X		X
ANHEUSER BUSCH COS INC	Common	035229103	532,068.00	10,100	X		X
CITIGROUP INC	Common	172967101	3,116,996.10	64,215	X		X
COMPUTER ASSOC INTL IN	Common	204912109	197,176.08	7,212	X		X
CONAGRA FOODS INC	Common	205887102	176,813.00	6,700	X		X
CARDINAL HEALTH INC	Common	14149Y108	328,735.00	5,375	X		X
CASH BALANCE	Common	CASHBAL	25,178,806.98	25,178,807	X		X
CATERPILLAR INC DEL	Common	149123101	356,986.00	4,300	X		X
CHUBB CORP	Common	171232101	163,440.00	2,400	X		X
COOPER INDS LTD	Common	G2418210	69,516.00	1,200	X		X
CIRCUIT CITY STORE INC	Common	172737108	26,338.00	2,600	X		X

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COCA COLA ENTERPRISES	Common	191219104	122,472.00	5,600	X		X
CARNIVAL CORP	Common	143658300	309,894.00	7,800	X		X
CLEAR CHANNEL COMMUNIC	Common	184502102	360,591.00	7,700	X		X
CENDANT CORP	Common	151313103	279,889.36	12,568	X		X
CONCORD EFS INC	Common	206197105	84,588.00	5,700	X		X
CONSTELLATION ENERGY C	Common	210371100	80,278.00	2,050	X		X
CHARTER ONE FINL INC	Common	160903100	94,114.20	2,724	X		X
COUNTRYWIDE FINANCIAL	Common	222372104	174,455.00	2,300	X		X
CHIRON CORP	Common	170040109	131,077.00	2,300	X		X
CIGNA CORP	Common	125509109	103,500.00	1,800	X		X
CIENA CORP	Common	171779101	38,512.00	5,800	X		X
CINERGY CORP	Common	172474108	87,050.83	2,243	X		X
CINCINNATI FINL CORP	Common	172062101	83,760.00	2,000	X		X
COLGATE PALMOLIVE CO	Common	194162103	335,335.00	6,700	X		X
CLOROX CO DEL	Common	189054109	126,256.00	2,600	X		X
COMERICA INC	Common	200340107	123,332.00	2,200	X		X
COMCAST CORP NEW	Common	20030N101	922,595.16	28,068	X		X
CUMMINS INC	Common	231021106	24,470.00	500	X		X
CMS ENERGY CORP	Common	125896100	17,040.00	2,000	X		X
COMVERSE TECHNOLOGY IN	Common	205862402	42,216.00	2,400	X		X
CENTERPOINT ENERGY INC	Common	15189T107	36,124.32	3,728	X		X
CAPITAL ONE FINL CORP	Common	14040H105	177,741.00	2,900	X		X
ROCKWELL COLLINS INC	Common	774341101	66,066.00	2,200	X		X
CONOCOPHILLIPS	Common	20825C104	557,869.56	8,508	X		X
COSTCO WHSL CORP NEW	Common	22160K105	211,926.00	5,700	X		X
CAMPBELL SOUP CO	Common	134429109	136,680.00	5,100	X		X
CALPINE CORP	Common	131347106	24,531.00	5,100	X		X
COMPUWARE CORP	Common	205638109	28,388.00	4,700	X		X
CRANE CO	Common	224399105	21,518.00	700	X		X
COMPUTER SCIENCES CORP	Common	205363104	101,729.00	2,300	X		X
CISCO SYS INC	Common	17275R102	2,086,511.00	85,900	X		X
CSX CORP	Common	126408103	93,444.00	2,600	X		X
CINTAS CORP	Common	172908105	105,273.00	2,100	X		X
COOPER TIRE & RUBR CO	Common	216831107	19,242.00	900	X		X
CENTURYTEL INC	Common	156700106	58,716.00	1,800	X		X
CENTEX CORP	Common	152312104	86,120.00	800	X		X
CITRIX SYS INC	Common	177376100	42,420.00	2,000	X		X
CONVERGYS CORP	Common	212485106	29,682.00	1,700	X		X
CVS CORP	Common	126650100	176,988.00	4,900	X		X
CHEVRONTExACO CORP	Common	166764100	1,147,950.32	13,288	X		X
CITIZENS COMMUNICATION	Common	17453B101	43,470.00	3,500	X		X
DOMINION RES INC VA	Common	25746U109	260,234.91	4,077	X		X
DELTA AIR LINES INC DE	Common	247361108	17,715.00	1,500	X		X
DANA CORP	Common	235811106	32,773.10	1,786	X		X
DU PONT E I DE NEMOURS	Common	263534109	567,613.41	12,369	X		X
DILLARDS INC	Common	254067101	16,460.00	1,000	X		X
DEERE & CO	Common	244199105	195,150.00	3,000	X		X

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DELL INC	Common	24702R101	1,083,324.00	31,900	X		X
DOLLAR GEN CORP	Common	256669102	86,205.93	4,107	X		X
QUEST DIAGNOSTICS INC	Common	74834L100	95,043.00	1,300	X		X
DANAHER CORP DEL	Common	235851102	174,325.00	1,900	X		X
DISNEY WALT CO	Common	254687106	592,582.00	25,400	X		X
DOW JONES & CO INC	Common	260561105	49,850.00	1,000	X		X
DELUXE CORP	Common	248019101	24,798.00	600	X		X
DONNELLEY R R & SONS	Common	257867101	42,210.00	1,400	X		X
DOVER CORP	Common	260003108	99,375.00	2,500	X		X
DOW CHEM CO	Common	260543103	478,013.43	11,499	X		X
DELPHI CORP	Common	247126105	70,653.20	6,920	X		X
DARDEN RESTAURANTS INC	Common	237194105	43,132.00	2,050	X		X
DTE ENERGY CO	Common	233331107	82,740.00	2,100	X		X
DUKE ENERGY CORP	Common	264399106	230,676.00	11,280	X		X
DEVON ENERGY CORP NEW	Common	25179M103	166,054.00	2,900	X		X
DYNEGY INC NEW	Common	26816Q101	19,688.00	4,600	X		X
EBAY INC	Common	278642103	523,179.00	8,100	X		X
ENGELHARD CORP	Common	292845104	47,530.65	1,587	X		X
ECOLAB INC	Common	278865100	87,584.00	3,200	X		X
CONSOLIDATED EDISON IN	Common	209115104	120,428.00	2,800	X		X
ELECTRONIC DATA SYS NE	Common	285661104	147,240.00	6,000	X		X
EQUIFAX INC	Common	294429105	41,650.00	1,700	X		X
EDISON INTL	Common	281020107	87,720.00	4,000	X		X
EASTMAN KODAK CO	Common	277461109	89,845.00	3,500	X		X
E M C CORP MASS	Common	268648102	385,817.04	29,862	X		X
EASTMAN CHEM CO	Common	277432100	38,541.75	975	X		X
EMERSON ELEC CO	Common	291011104	343,175.00	5,300	X		X
EOG RES INC	Common	26875P101	64,638.00	1,400	X		X
EQUITY OFFICE PROPERTI	Common	294741103	140,385.00	4,900	X		X
EL PASO CORP	Common	28336L109	61,326.72	7,488	X		X
EQUITY RESIDENTIAL	Common	29476L107	100,334.00	3,400	X		X
ELECTRONIC ARTS INC	Common	285512109	176,786.00	3,700	X		X
EXPRESS SCRIPTS INC	Common	302182100	66,430.00	1,000	X		X
EATON CORP	Common	278058102	107,980.00	1,000	X		X
ENTERGY CORP NEW	Common	29364G103	165,677.00	2,900	X		X
EXELON CORP	Common	30161N101	272,872.32	4,112	X		X
FORD MTR CO DEL	Common	345370860	363,072.00	22,692	X		X
FLEETBOSTON FINL CORP	Common	339030108	571,815.00	13,100	X		X
FREEMPORT-MCMORAN COPPE	Common	35671D857	88,473.00	2,100	X		X
FEDERATED DEPT STORES	Common	31410H101	108,399.00	2,300	X		X
FIRST DATA CORP	Common	319963104	373,919.00	9,100	X		X
FAMILY DLR STORES INC	Common	307000109	75,348.00	2,100	X		X
FEDEX CORP	Common	31428X106	253,800.00	3,760	X		X
FIRSTENERGY CORP	Common	337932107	146,256.00	4,155	X		X
FEDERATED INVS INC PA	Common	314211103	38,168.00	1,300	X		X
FISERV INC	Common	337738108	96,799.50	2,450	X		X
FIFTH THIRD BANCORP	Common	316773100	417,305.10	7,061	X		X

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FLUOR CORP NEW	Common	343412102	39,640.00	1,000	X		X
FEDERAL NATL MTG ASSN	Common	313586109	908,226.00	12,100	X		X
FORTUNE BRANDS INC	Common	349631101	128,682.00	1,800	X		X
SPRINT CORP	Common	852061100	183,904.00	11,200	X		X
FPL GROUP INC	Common	302571104	150,466.00	2,300	X		X
FEDERAL HOME LN MTG CO	Common	313400301	507,384.00	8,700	X		X
FOREST LABS INC	Common	345838106	284,280.00	4,600	X		X
FIRST TENN NATL CORP	Common	337162101	70,560.00	1,600	X		X
GILLETTE CO	Common	375766102	462,798.00	12,600	X		X
NICOR INC	Common	654086107	17,020.00	500	X		X
GANNETT INC	Common	364730101	303,144.00	3,400	X		X
GENERAL DYNAMICS CORP	Common	369550108	225,975.00	2,500	X		X
GUIDANT CORP	Common	401698105	226,352.00	3,760	X		X
GOLDEN WEST FINL CORP	Common	381317106	196,061.00	1,900	X		X
GENERAL ELEC CO	Common	369604103	3,869,402.00	124,900	X		X
GENZYME CORP	Common	372917104	138,152.00	2,800	X		X
GENERAL MLS INC	Common	370334104	208,380.00	4,600	X		X
GREAT LAKES CHEM CORP	Common	390568103	16,314.00	600	X		X
CORNING INC	Common	219350105	172,095.00	16,500	X		X
GENERAL MTRS CORP	Common	370442105	373,800.00	7,000	X		X
GEORGIA PAC CORP	Common	373298108	96,886.53	3,159	X		X
GENUINE PARTS CO	Common	372460105	72,210.00	2,175	X		X
GAP INC DEL	Common	364760108	258,791.50	11,150	X		X
GOODRICH CORP	Common	382388106	41,566.00	1,400	X		X
GOLDMAN SACHS GROUP IN	Common	38141G104	582,507.00	5,900	X		X
GOODYEAR TIRE & RUBR	Common	382550101	16,506.00	2,100	X		X
GATEWAY INC	Common	367626108	18,400.00	4,000	X		X
GRAINGER W W INC	Common	384802104	52,129.00	1,100	X		X
HALLIBURTON CO	Common	406216101	140,400.00	5,400	X		X
HASBRO INC	Common	418056107	45,475.36	2,137	X		X
HUNTINGTON BANCSHARES	Common	446150104	62,032.50	2,757	X		X
HCA INC	Common	404119109	262,227.84	6,104	X		X
MANOR CARE INC NEW	Common	564055101	36,298.50	1,050	X		X
HOME DEPOT INC	Common	437076102	1,004,260.53	28,297	X		X
HARLEY DAVIDSON INC	Common	412822108	180,614.00	3,800	X		X
HARRAHS ENTMT INC	Common	413619107	67,189.50	1,350	X		X
HARTFORD FINL SVCS GRO	Common	416515104	206,605.00	3,500	X		X
HILTON HOTELS CORP	Common	432848109	80,511.00	4,700	X		X
HEALTH MGMT ASSOC INC	Common	421933102	69,600.00	2,900	X		X
HEINZ H J CO	Common	423074103	158,470.50	4,350	X		X
HONEYWELL INTL INC	Common	438516106	355,594.91	10,637	X		X
STARWOOD HOTELS&RESORT	Common	85590A203	89,925.00	2,500	X		X
HERCULES INC	Common	427056106	15,860.00	1,300	X		X
HEWLETT PACKARD CO	Common	428236103	870,011.72	37,876	X		X
BLOCK H & R INC	Common	093671105	121,814.00	2,200	X		X
HERSHEY FOODS CORP	Common	427866108	123,184.00	1,600	X		X
HUMANA INC	Common	444859102	45,700.00	2,000	X		X

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INTERNATIONAL BUSINESS	Common	459200101	1,985,205.60	21,420	X		X
INTERNATIONAL FLAVORS&	Common	459506101	41,904.00	1,200	X		X
INTERNATIONAL GAME TEC	Common	459902102	153,510.00	4,300	X		X
INTEL CORP	Common	458140100	2,617,860.00	81,300	X		X
INTUIT	Common	461202103	132,275.00	2,500	X		X
INTL PAPER CO	Common	460146103	259,004.88	6,008	X		X
INTERPUBLIC GROUP COS	Common	460690100	79,560.00	5,100	X		X
INGERSOLL-RAND COMPANY	Common	G4776G10	149,336.00	2,200	X		X
ITT INDS INC IND	Common	450911102	81,631.00	1,100	X		X
ILLINOIS TOOL WKS INC	Common	452308109	327,249.00	3,900	X		X
JABIL CIRCUIT INC	Common	466313103	70,750.00	2,500	X		X
JOHNSON CTLS INC	Common	478366107	127,732.00	1,100	X		X
PENNEY J C INC	Common	708160106	89,352.00	3,400	X		X
JDS UNIPHASE CORP	Common	46612J101	64,970.00	17,800	X		X
HANCOCK JOHN FINL SVCS	Common	41014S106	135,000.00	3,600	X		X
JOHNSON & JOHNSON	Common	478160104	1,905,117.48	36,878	X		X
JANUS CAP GROUP INC	Common	47102X105	47,589.00	2,900	X		X
JONES APPAREL GROUP IN	Common	480074103	56,368.00	1,600	X		X
JEFFERSON PILOT CORP	Common	475070108	89,903.75	1,775	X		X
J P MORGAN CHASE & CO	Common	46625H100	932,942.00	25,400	X		X
NORDSTROM INC	Common	655664100	58,310.00	1,700	X		X
KELLOGG CO	Common	487836108	194,208.00	5,100	X		X
KB HOME	Common	48666K109	43,512.00	600	X		X
KEYCORP NEW	Common	493267108	152,464.00	5,200	X		X
KING PHARMACEUTICALS I	Common	495582108	44,757.63	2,933	X		X
KLA-TENCOR CORP	Common	482480100	140,808.00	2,400	X		X
KIMBERLY CLARK CORP	Common	494368103	372,739.72	6,308	X		X
KERR MCGEE CORP	Common	492386107	57,322.17	1,233	X		X
KINDER MORGAN INC KANS	Common	49455P101	94,560.00	1,600	X		X
COCA COLA CO	Common	191216100	1,547,875.00	30,500	X		X
KROGER CO	Common	501044101	170,292.00	9,200	X		X
MBNA CORP	Common	55262L100	394,121.00	15,860	X		X
KNIGHT RIDDER INC	Common	499040103	77,370.00	1,000	X		X
KEYSPAN CORP	Common	49337W100	73,600.00	2,000	X		X
KOHL'S CORP	Common	500255104	188,748.00	4,200	X		X
LEGGETT & PLATT INC	Common	524660107	49,749.00	2,300	X		X
LEHMAN BROS HLDGS INC	Common	524908100	262,548.00	3,400	X		X
LIZ CLAIBORNE INC	Common	539320101	49,644.00	1,400	X		X
LINEAR TECHNOLOGY CORP	Common	535678106	164,073.00	3,900	X		X
LILLY ELI & CO	Common	532457108	984,620.00	14,000	X		X
LOCKHEED MARTIN CORP	Common	539830109	287,840.00	5,600	X		X
LINCOLN NATL CORP IND	Common	534187109	88,814.00	2,200	X		X
LOWES COS INC	Common	548661107	542,822.00	9,800	X		X
LOUISIANA PAC CORP	Common	546347105	23,244.00	1,300	X		X
LSI LOGIC CORP	Common	502161102	41,689.00	4,700	X		X
LIMITED BRANDS INC	Common	532716107	115,392.00	6,400	X		X
LOEWS CORP	Common	540424108	113,735.00	2,300	X		X

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LUCENT TECHNOLOGIES IN	Common	549463107	147,992.40	52,110	X		X
SOUTHWEST AIRLIS CO	Common	844741108	157,365.00	9,750	X		X
LEXMARK INTL NEW	Common	529771107	125,824.00	1,600	X		X
MARRIOTT INTL INC NEW	Common	571903202	133,980.00	2,900	X		X
MASCO CORP	Common	574599106	156,237.00	5,700	X		X
MATTEL INC	Common	577081102	102,246.62	5,306	X		X
MAY DEPT STORES CO	Common	577778103	104,652.00	3,600	X		X
MBIA INC	Common	55262C100	108,983.20	1,840	X		X
MCDONALDS CORP	Common	580135101	392,314.00	15,800	X		X
MCKESSON CORP	Common	58155Q103	113,975.04	3,544	X		X
MOODYS CORP	Common	615369105	115,045.00	1,900	X		X
MEREDITH CORP	Common	589433101	29,286.00	600	X		X
MEDTRONIC INC	Common	585055106	734,011.00	15,100	X		X
MEDIMMUNE INC	Common	584699102	76,200.00	3,000	X		X
MELLON FINL CORP	Common	58551A108	170,183.00	5,300	X		X
MERRILL LYNCH & CO INC	Common	590188108	692,070.00	11,800	X		X
MERCURY INTERACTIVE CO	Common	589405109	53,504.00	1,100	X		X
METLIFE INC	Common	59156R108	316,498.00	9,400	X		X
MCGRAW HILL COS INC	Common	580645109	167,808.00	2,400	X		X
MEDCO HEALTH SOLUTIONS	Common	58405U102	112,676.85	3,315	X		X
MARSHALL & ILSLEY CORP	Common	571834100	107,100.00	2,800	X		X
MILLIPORE CORP	Common	601073109	25,830.00	600	X		X
MCCORMICK & CO INC	Common	579780206	51,170.00	1,700	X		X
MARSH & MCLENNAN COS I	Common	571748102	316,074.00	6,600	X		X
3M CO	Common	88579Y101	833,294.00	9,800	X		X
MONSTER WORLDWIDE INC	Common	611742107	30,744.00	1,400	X		X
ALTRIA GROUP INC	Common	02209S103	1,376,826.00	25,300	X		X
MOLEX INC	Common	608554101	82,863.75	2,375	X		X
MONSANTO CO NEW	Common	61166W101	92,930.62	3,229	X		X
MOTOROLA INC	Common	620076109	406,707.42	28,906	X		X
MERCK & CO INC	Common	589331107	1,279,740.00	27,700	X		X
MARATHON OIL CORP	Common	565849106	129,051.00	3,900	X		X
MICROSOFT CORP	Common	594918104	3,704,130.00	134,500	X		X
MGIC INVT CORP WIS	Common	552848103	68,328.00	1,200	X		X
MICRON TECHNOLOGY INC	Common	595112103	101,025.00	7,500	X		X
MORGAN STANLEY	Common	617446448	780,550.56	13,488	X		X
MEADWESTVACO CORP	Common	583334107	73,393.25	2,467	X		X
MAXIM INTEGRATED PRODS	Common	57772K101	204,180.00	4,100	X		X
MAYTAG CORP	Common	578592107	27,850.00	1,000	X		X
NAVISTAR INTL CORP NEW	Common	63934E108	40,227.60	840	X		X
NABORS INDUSTRIES LTD	Common	G6359F10	74,700.00	1,800	X		X
NATIONAL CITY CORP	Common	635405103	254,550.00	7,500	X		X
NCR CORP NEW	Common	62886E108	46,560.00	1,200	X		X
NOBLE CORPORATION	Common	G6542210	60,826.00	1,700	X		X
NEWMONT MINING CORP	Common	651639106	260,987.09	5,369	X		X
NORTH FORK BANCORPORAT	Common	659424105	76,893.00	1,900	X		X
NISOURCE INC	Common	65473P105	70,208.00	3,200	X		X

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NIKE INC	Common	654106103	225,918.00	3,300	X		X
NORTHROP GRUMMAN CORP	Common	666807102	216,725.20	2,267	X		X
NOVELL INC	Common	670006105	48,392.00	4,600	X		X
NORFOLK SOUTHERN CORP	Common	655844108	113,520.00	4,800	X		X
NATIONAL SEMICONDUCTOR	Common	637640103	90,643.00	2,300	X		X
NETWORK APPLIANCE INC	Common	64120L104	88,279.00	4,300	X		X
NORTHERN TR CORP	Common	665859104	125,334.00	2,700	X		X
NUCOR CORP	Common	670346105	56,000.00	1,000	X		X
NVIDIA CORP	Common	67066G104	46,500.00	2,000	X		X
NOVELLUS SYS INC	Common	670008101	79,895.00	1,900	X		X
NEWELL RUBBERMAID INC	Common	651229106	76,211.19	3,347	X		X
NEXTEL COMMUNICATIONS	Common	65332V103	384,422.00	13,700	X		X
NEW YORK TIMES CO	Common	650111107	90,801.00	1,900	X		X
OFFICE DEPOT INC	Common	676220106	63,498.00	3,800	X		X
OMNICOM GROUP INC	Common	681919106	209,592.00	2,400	X		X
BANK ONE CORP	Common	06423A103	631,877.40	13,860	X		X
ORACLE CORP	Common	68389X105	858,264.00	65,020	X		X
OCCIDENTAL PETE CORP	Common	674599105	202,752.00	4,800	X		X
PAYCHEX INC	Common	704326107	172,980.00	4,650	X		X
PEPSI BOTTLING GROUP I	Common	713409100	77,376.00	3,200	X		X
PITNEY BOWES INC	Common	724479100	117,798.00	2,900	X		X
PACCAR INC	Common	693718108	127,254.40	1,495	X		X
PG&E CORP	Common	69331C108	141,627.00	5,100	X		X
PLUM CREEK TIMBER CO I	Common	729251108	70,035.00	2,300	X		X
SPRINT CORP	Common	852061506	71,936.00	12,800	X		X
PHELPS DODGE CORP	Common	717265102	83,699.00	1,100	X		X
PUBLIC SVC ENTERPRISE	Common	744573106	127,020.00	2,900	X		X
PEPSICO INC	Common	713448108	993,938.40	21,320	X		X
PFIZER INC	Common	717081103	3,352,357.71	94,887	X		X
PRINCIPAL FINANCIAL GR	Common	74251V102	132,280.00	4,000	X		X
PROCTER & GAMBLE CO	Common	742718109	1,618,056.00	16,200	X		X
PEOPLES ENERGY CORP	Common	711030106	21,020.00	500	X		X
PROGRESS ENERGY INC	Common	743263105	137,726.18	3,043	X		X
PROGRESSIVE CORP OHIO	Common	743315103	225,693.00	2,700	X		X
PARKER HANNIFIN CORP	Common	701094104	86,275.00	1,450	X		X
PULTE HOMES INC	Common	745867101	74,896.00	800	X		X
PERKINELMER INC	Common	714046109	25,605.00	1,500	X		X
PROLOGIS	Common	743410102	70,598.00	2,200	X		X
PALL CORP	Common	696429307	40,245.00	1,500	X		X
PMC-SIERRA INC	Common	69344F106	42,315.00	2,100	X		X
PARAMETRIC TECHNOLOGY	Common	699173100	13,002.00	3,300	X		X
PNC FINL SVCS GROUP IN	Common	693475105	191,555.00	3,500	X		X
PINNACLE WEST CAP CORP	Common	723484101	44,022.00	1,100	X		X
PPG INDS INC	Common	693506107	134,442.00	2,100	X		X
PPL CORP	Common	69351T106	98,393.75	2,249	X		X
PRUDENTIAL FINL INC	Common	744320102	279,859.00	6,700	X		X
PEOPLESOFT INC	Common	712713106	104,880.00	4,600	X		X

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PACTIV CORP	Common	695257105	45,410.00	1,900	X		X
PROVIDIAN FINL CORP	Common	74406A102	41,904.00	3,600	X		X
POWER-ONE INC	Common	739308104	10,830.00	1,000	X		X
PRAXAIR INC	Common	74005P104	152,800.00	4,000	X		X
QWEST COMMUNICATIONS I	Common	749121109	94,638.24	21,907	X		X
QUALCOMM INC	Common	747525103	539,300.00	10,000	X		X
QLOGIC CORP	Common	747277101	61,920.00	1,200	X		X
RYDER SYS INC	Common	783549108	27,320.00	800	X		X
REEBOK INTL LTD	Common	758110100	27,524.00	700	X		X
ROWAN COS INC	Common	779382100	27,804.00	1,200	X		X
REGIONS FINL CORP	Common	758940100	104,160.00	2,800	X		X
ROBERT HALF INTL INC	Common	770323103	49,014.00	2,100	X		X
TRANSOCEAN INC	Common	G9007810	96,136.04	4,004	X		X
REYNOLDS R J TOB HLDGS	Common	76182K105	63,965.00	1,100	X		X
COORS ADOLPH CO	Common	217016104	28,050.00	500	X		X
ROHM & HAAS CO	Common	775371107	117,367.08	2,748	X		X
ROCKWELL AUTOMATION IN	Common	773903109	81,880.00	2,300	X		X
RADIOSHACK CORP	Common	750438103	61,360.00	2,000	X		X
RAYTHEON CO	Common	755111507	156,208.00	5,200	X		X
IMS HEALTH INC	Common	449934108	72,094.00	2,900	X		X
SEARS ROEBUCK & CO	Common	812387108	145,568.00	3,200	X		X
SAFECO CORP	Common	786429100	66,181.00	1,700	X		X
SANMINA SCI CORP	Common	800907107	80,704.00	6,400	X		X
SBC COMMUNICATIONS INC	Common	78387G103	1,074,240.42	41,206	X		X
SYMBOL TECHNOLOGIES IN	Common	871508107	47,292.00	2,800	X		X
STARBUCKS CORP	Common	855244109	161,994.00	4,900	X		X
SCHWAB CHARLES CORP NE	Common	808513105	199,456.64	16,846	X		X
SUNGARD DATA SYS INC	Common	867363103	96,985.00	3,500	X		X
SIEBEL SYS INC	Common	826170102	84,607.00	6,100	X		X
SEALED AIR CORP NEW	Common	81211K100	58,796.04	1,086	X		X
SCIENTIFIC ATLANTA INC	Common	808655104	51,870.00	1,900	X		X
SCHERING PLOUGH CORP	Common	806605101	316,498.00	18,200	X		X
SHERWIN WILLIAMS CO	Common	824348106	62,532.00	1,800	X		X
SIGMA ALDRICH CORP	Common	826552101	51,462.00	900	X		X
SCHLUMBERGER LTD	Common	806857108	399,456.00	7,300	X		X
SARA LEE CORP	Common	803111103	212,758.00	9,800	X		X
SLM CORP	Common	78442P106	211,008.00	5,600	X		X
SOLETRON CORP	Common	834182107	61,464.00	10,400	X		X
SNAP ON INC	Common	833034101	22,568.00	700	X		X
SYNOVUS FINL CORP	Common	87161C105	107,004.00	3,700	X		X
SOUTHERN CO	Common	842587107	275,275.00	9,100	X		X
SOUTHTRUST CORP	Common	844730101	134,193.00	4,100	X		X
ST PAUL COS INC	Common	792860108	112,923.20	2,848	X		X
SIMON PTY GROUP INC N	Common	828806109	109,640.44	2,366	X		X
STAPLES INC	Common	855030102	166,530.00	6,100	X		X
SEMPRA ENERGY	Common	816851109	82,905.48	2,758	X		X
SUNTRUST BKS INC	Common	867914103	250,250.00	3,500	X		X

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ST JUDE MED INC	Common	790849103	134,970.00	2,200	X		X
STATE STR CORP	Common	857477103	218,736.00	4,200	X		X
SUNOCO INC	Common	86764P109	51,150.00	1,000	X		X
SUN MICROSYSTEMS INC	Common	866810104	182,294.00	40,600	X		X
SUPERVALU INC	Common	868536103	45,744.00	1,600	X		X
STANLEY WKS	Common	854616109	37,870.00	1,000	X		X
SAFEWAY INC	Common	786514208	120,505.00	5,500	X		X
STRYKER CORP	Common	863667101	212,525.00	2,500	X		X
SYMANTEC CORP	Common	871503108	131,670.00	3,800	X		X
SYSCO CORP	Common	871829107	297,840.00	8,000	X		X
AT&T CORP	Common	001957505	197,904.70	9,749	X		X
TRAVELERS PPTY CAS COR	Common	89420G406	212,091.06	12,498	X		X
TECO ENERGY INC	Common	872375100	33,143.00	2,300	X		X
TEKTRONIX INC	Common	879131100	31,600.00	1,000	X		X
TERADYNE INC	Common	880770102	58,535.00	2,300	X		X
TARGET CORP	Common	87612E106	433,920.00	11,300	X		X
TENET HEALTHCARE CORP	Common	88033G100	91,485.00	5,700	X		X
TIFFANY & CO NEW	Common	886547108	81,360.00	1,800	X		X
TEMPLE INLAND INC	Common	879868107	43,869.00	700	X		X
TJX COS INC NEW	Common	872540109	136,710.00	6,200	X		X
TELLABS INC	Common	879664100	42,993.00	5,100	X		X
TORCHMARK CORP	Common	891027104	63,756.00	1,400	X		X
THERMO ELECTRON CORP	Common	883556102	50,400.00	2,000	X		X
THOMAS & BETTS CORP	Common	884315102	16,023.00	700	X		X
TOYS R US INC	Common	892335100	32,864.00	2,600	X		X
TRIBUNE CO NEW	Common	896047107	201,240.00	3,900	X		X
PRICE T ROWE GROUP INC	Common	74144T108	75,856.00	1,600	X		X
SABRE HLDGS CORP	Common	785905100	38,646.10	1,790	X		X
TUPPERWARE CORP	Common	899896104	12,138.00	700	X		X
TIME WARNER INC	Common	887317105	1,011,038.00	56,200	X		X
TEXAS INSTRS INC	Common	882508104	631,670.00	21,500	X		X
TEXTRON INC	Common	883203101	97,002.00	1,700	X		X
TXU CORP	Common	873168108	94,998.60	4,005	X		X
TYCO INTL LTD NEW	Common	902124106	657,041.00	24,794	X		X
UNOCAL CORP	Common	915289102	117,856.00	3,200	X		X
UNISYS CORP	Common	909214108	60,885.00	4,100	X		X
UNITEDHEALTH GROUP INC	Common	91324P102	424,714.00	7,300	X		X
UNUMPROVIDENT CORP	Common	91529Y106	57,938.98	3,674	X		X
UNION PAC CORP	Common	907818108	222,336.00	3,200	X		X
UNION PLANTERS CORP	Common	908068109	74,001.50	2,350	X		X
UNITED PARCEL SERVICE	Common	911312106	1,043,700.00	14,000	X		X
US BANCORP DEL	Common	902973304	712,635.40	23,930	X		X
UST INC	Common	902911106	74,949.00	2,100	X		X
UNITED TECHNOLOGIES CO	Common	913017109	559,143.00	5,900	X		X
UNIVISION COMMUNICATIO	Common	914906102	158,760.00	4,000	X		X
VISTEON CORP	Common	92839U107	16,728.87	1,607	X		X
V F CORP	Common	918204108	56,212.00	1,300	X		X

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	<u>TITLE OF</u>	<u>CUSIP</u>	<u>MARKET</u>		<u>INVESTMENT</u>		<u>VOTING</u>
<u>NAME OF ISSUER</u>	<u>CLASS</u>	<u>NUMBER</u>	<u>VALUE</u>	<u>SHARES</u>	<u>DISCRETION</u>	<u>MANAGERS</u>	<u>AUTHORITY</u>
					<u>SOLE</u> <u>SHARED</u>		<u>SOLE</u> <u>SHARED</u>
VIACOM INC	Common	925524308	965,176.24	21,748	X		X
VULCAN MATLS CO	Common	929160109	61,841.00	1,300	X		X
VERITAS SOFTWARE CO	Common	923436109	198,620.20	5,345	X		X
VERIZON COMMUNICATIONS	Common	92343V104	1,206,752.00	34,400	X		X
WALGREEN CO	Common	931422109	462,026.00	12,700	X		X
WATERS CORP	Common	941848103	49,740.00	1,500	X		X
WACHOVIA CORP 2ND NEW	Common	929903102	769,014.54	16,506	X		X
WENDYS INTL INC	Common	950590109	54,936.00	1,400	X		X
WELLS FARGO & CO NEW	Common	949746101	1,240,223.40	21,060	X		X
WHIRLPOOL CORP	Common	963320106	65,385.00	900	X		X
WINN DIXIE STORES INC	Common	974280109	16,915.00	1,700	X		X
WELLPOINT HEALTH NETWO	Common	94973H108	184,281.00	1,900	X		X
WASHINGTON MUT INC	Common	939322103	448,541.60	11,180	X		X
WILLIAMS COS INC DEL	Common	969457100	62,848.00	6,400	X		X
WASTE MGMT INC DEL	Common	94106L109	214,659.20	7,252	X		X
WAL MART STORES INC	Common	931142103	2,859,395.00	53,900	X		X
WORTHINGTON INDS INC	Common	981811102	18,931.50	1,050	X		X
WATSON PHARMACEUTICALS	Common	942683103	59,800.00	1,300	X		X
WRIGLEY WM JR CO	Common	982526105	157,388.00	2,800	X		X
WEYERHAEUSER CO	Common	962166104	172,800.00	2,700	X		X
WYETH	Common	983024100	704,670.00	16,600	X		X
UNITED STATES STL CORP	Common	912909108	45,526.00	1,300	X		X
XCEL ENERGY INC	Common	98389B100	83,286.90	4,905	X		X
XL CAP LTD	Common	G9825510	131,835.00	1,700	X		X
XILINX INC	Common	983919101	166,582.00	4,300	X		X
EXXON MOBIL CORP	Common	30231G102	3,370,200.00	82,200	X		X
XEROX CORP	Common	984121103	135,240.00	9,800	X		X
YAHOO INC	Common	984332106	370,394.00	8,200	X		X
YUM BRANDS INC	Common	988498101	127,280.00	3,700	X		X
ZIONS BANCORPORATION	Common	989701107	67,463.00	1,100	X		X
ZIMMER HLDGS INC	Common	98956P102	215,424.00	3,060	X		X
			<u>\$153,228,406.55</u>	<u>28,805,668</u>			